

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

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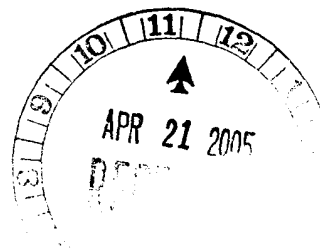
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RECORDATION NO. 20323-A FILED

April 19, 2005

APR 21 '05

4-01 PM



SURFACE TRANSPORTATION BOARD

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20006

RE: Termination of Locomotive Lease Agreement dated as of April 13, 2005 by Helm Financial Corporation ("**Termination**").

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully-executed originals of the above-referenced Termination.

In connection with the recording of the Termination, please note the following information:

Name and Address of Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Name and Address of Lessee: Indiana Harbor Belt Railroad Company
2721-161st Street
Hammond, IN 46323-1099

Equipment: (2) SD39 Locomotives - IHB 3901, 3902
(2) SD40 Locomotives - IHB 4001, 4002

Please record this Termination as a supplemental agreement to STB Recordation No. **20323** filed on October 24, 1996. The filing fee of \$32.00 is included in our enclosed check.

Summary: Termination of Locomotive Lease Agreement dated as of April 13, 2005 by Helm Financial Corporation for 4 locomotives, IHB 3901, 3902, 4001 and 4002, to be filed as a supplemental agreement. Please file this Termination as a supplemental agreement to STB Recordation No. 20323.

Yours truly,

Sharon L. Van Fossan
Supervisor Contract Administration

/svf
Enclosures (2)

APR 21 '05

4-01 PM

TERMINATION OF LOCOMOTIVE LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

THIS TERMINATION OF LOCOMOTIVE LEASE AGREEMENT ("Termination") is dated as of April 13, 2005 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. **Recitals.** Lessor entered into the Locomotive Lease Agreement dated as of April 2, 1996 ("Lease") with **Indiana Harbor Belt Railroad Company**, an Indiana corporation, with respect to the four (4) locomotives as described in Schedule A attached hereto. The Lease is on file at the Surface Transportation Board of the Department of Transportation ("STB") under STB Recordation No. **20323** filed on October 24, 1996.

The Lease was terminated on April May 31, 2001. The purpose of this Termination of Lease is to provide a formal termination document for filing with the STB.

2. **Termination.** The Lease is hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination of Lease to be signed in its corporate name as of the date first above written.

HELM FINANCIAL CORPORATION

By: Barbara W. Wilson
Name: Barbara W. Wilson
Title: Senior Vice President & CFO

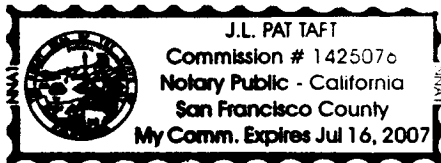
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On April 14th, 2005, before me, J. L. Pat Taft, personally appeared Barbara W. Wilson, Senior Vice President and Chief Financial Officer of **HELM FINANCIAL CORPORATION**,

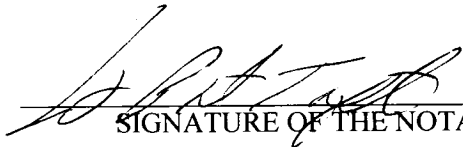
X personally known to me -OR-

 proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Witness my hand and official seal.


SIGNATURE OF THE NOTARY

SCHEDULE A

To the Termination of Lease dated April 13, 2005

Group A

Description of the Units: Two (2), SD39, 2300 horsepower, dynamic brake equipped diesel-electric locomotives.

Mark and Numbers

IHB 3901

IHB 3902

Group B

Description of the Units: Two (2), SD40, 3000 horsepower, dynamic brake equipped diesel-electric locomotives.

Mark and Numbers

IHB 4001

IHB 4002